

BYLAWS OF

DOUGLAS COUNTY SENIOR SERVICES, INC.

Revised October 23, 2012

Article I. Name and Office

1. The name of the organization shall be Douglas County Senior Services, Inc. hereinafter referred to as the "Corporation."
2. The principal office of the Corporation shall be located at 745 Vermont, Lawrence, Kansas 66044.

Article II. Purpose of the Corporation

The purpose of the Corporation as defined in the mission statement is to create opportunities that allow Douglas County residents fifty-five (55) years and older to remain independent and active in their homes and community . Federally supported transportation, outreach, information and assistance and meals programs are provided for individuals sixty (60) and older.

Article III. Board of Directors

1. The Board of Directors, hereinafter referred to as the "Board," shall be composed of no more than eleven (11) members. The Board will be appointed by the City of Lawrence and Douglas County Commission. The City of Lawrence will have appointing authority for five (5) members and the Douglas County Commission will appoint six (6) members of the Board. The City of Lawrence and the Douglas County Commission will strive to have representation from throughout Douglas County, Eudora, Lecompton, Baldwin City and Lawrence.
2. Members of the Board shall be residents of Douglas County. A minimum of one-third (1/3) shall be sixty (60) years of age or older. Members of the Board shall serve staggered three (3) year terms. No member shall serve more than two (2) consecutive three (3) year terms. All members shall serve until their successors have been appointed. The effective dates of regular appointments shall be January 1 and continue for a three (3) year period.
3. The appointing authorities(City of Lawrence and Douglas County Commission) may replace any Board member who is absent three (3) consecutive meetings without just cause, or who attends less than one half (1/2) of the Board meetings during any twelve (12) month period.
4. In the event of a Board member's death, resignation, or inability to continue to serve, a successor shall be appointed by the appropriate appointing body to serve the unexpired term of such vacating member.

5. The Board shall meet at least six (6) times annually. The time and place shall be determined by the Board. All meetings of the Board shall be open to the public unless otherwise determined to be closed by the Chair.
6. The Chair may call a special meeting of the Board on notice given to each Board member by telephone, letter, electronic transmission (e-mail), or in person and shall call in like manner such a meeting on written or oral request of at least three (3) members of the Board.
7. The Board, in consultation with the City of Lawrence and Douglas County Commissions, shall select and employ an Executive Director who shall serve at the pleasure of the Board. Within the scope of the authority delegated by the Board, the Executive Director shall be responsible to the Board for the efficient operation and management of the Corporation in all of its activities and departments in accordance with policies adopted by the Board. The Executive Director shall be the Chief Operating Officer of the Corporation and shall have the right of the floor but shall not vote.

Article IV. Officers of the Board

1. The Officers of the Board shall include a Chair, Vice-Chair, Secretary, and Treasurer. The Officers shall be members of the Board of Directors.
2. The Chair shall be the Chief Executive Officer of the Board, shall see that Executive Director carries out the policies of Board, shall have the general direction and supervision of the other officers and see that their duties are properly performed, shall make reports to the Board, and shall perform such duties as are required by the Board. The Chair shall only have a vote on Board business in the event of a tie vote.
3. The Vice-Chair shall exercise the functions of the Chair during the absence of the Chair and shall perform such other duties as may be required for the board.
4. The Secretary shall be responsible for the minutes of all meetings and shall make such reports and perform such duties as are incidental to the office or are required by the Board. The Secretary shall exercise the functions of the Chair during the absence of the Chair and Vice-Chair.
5. The Treasurer shall be responsible for overseeing all funds of the Corporation; shall see that regular books of accounting of all funds are maintained; and shall render at the request of the Boards on accounting of all transactions and an accounting of the financial condition of the corporation. The Treasurer shall be appropriately bonded and shall also serve as resident agent for the Corporation. The Treasurer shall exercise the functions of the Chair during the absence of the Chair, Vice-Chair, and Secretary.
6. In the event of an Officer's death, resignation, or inability to continue to serve, a successor shall be recommended by the Nominating Committee and elected by the Board.

Article V. Committees of the Board

1. The Executive Committee shall be composed of the Officers of the Board. The Executive Committee shall act on behalf of the Board between meetings of the Board.
2. The Board may establish such standing and/or Ad Hoc Committees as the Board may deem advisable.
3. The Chair shall appoint persons to appropriate Committees of the Board. All Committees shall be responsible to the Board. The Chair and Executive Director shall serve as ex officio members of all committees.
4. The Executive Committee shall be empowered to call a special meeting of any Committee of the Board when it is deemed necessary to expedite the functioning of the Board.
5. A Nominating Committee shall be appointed consisting of no less than three (3) individuals. The Nominating Committee shall make recommendations to the Board for the election of officers.

Article VI. Elections

1. The Officers shall be elected annually by the Board at the December meeting and shall hold office for a term of one (1) year, commencing January 1.
2. The Nominating Committee shall present to the Board the name of one (1) candidate for each office one month prior to the election of Officers. Other nominations may be made from the floor by a Board member at the time of election, provided consent of the nominee has been obtained.
3. A majority vote of all members of the Board present shall be necessary to constitute an election.
4. A written ballot shall be required only when there is more than one (1) candidate for an office.

Article VII. Quorum

1. A quorum of the Board shall consist of one (1) more than one-half (1/2) of the number of current Board members, but a smaller number of members may adjourn without further notice until a quorum is secured.

Article VIII. Annual Meeting

1. The Annual meeting of the Corporation shall be held no later than the first of March in each year. Written notice of each annual meeting shall be given to each Board Member, either personally, by mail, by electronic transmission (e-mail) or other means of written communication, not less than ten (10) days before each annual meeting, and shall specify the place, the day, and the hour of such meeting. A Press Release is issued notifying the public of the place, the date, and the hour of such meeting, not less than ten (10) days before each annual meeting. At such meeting, the Board shall present an annual report of activities, accomplishments, and challenges during the previous fiscal year.

Article IX. Amendment of Bylaws

1. Written notice of any proposed amendment shall be given to the Board at least (10) a day in advance of the meeting at which it is to be presented for vote.
2. No amendment to the Bylaws shall be made unless two-thirds (2/3) of the membership of the Board shall vote in favor thereof.

Article X. Parliamentary Authority

1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern in all instances in which they are applicable and in which they are not inconsistent with these Bylaws.

Chair

Date